

Westport Baseball & Softball, Inc.

Amended and Restated By-laws (the “By-laws”)

ARTICLE I - NAME & OBJECTIVES

The name of the Corporation is Westport Baseball & Softball, Inc. (“WBS” or the “Corporation”).

ARTICLE II – OBJECTIVE

WBS shall be organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c) 3 of the Internal Revenue Code of 1986, as amended (the “Code”), or to any corresponding provision of future federal law, as follows:

- (a) To hold or arrange baseball, softball and other matches and competitions, and offer and grant, or contribute towards the provision of prizes, awards and distinction.
- (b) To implant firmly in the youth of the community the ideals of good sportsmanship, enjoyment of youth activities, honesty, loyalty, courage and respect for authority, so that they may be well adjusted, stronger and happier children and will grow to be good, decent, healthy and trustworthy adults.
- (c) To subscribe to, become a member of and cooperate with any other association, whether incorporated or not, whose objects altogether or in part are similar to those of the Corporation.
- (d) To buy, sell, and deal in all kinds of apparatus and all kinds of provisions, required by persons frequenting the Corporation grounds.
- (e) To purchase, take or lease or otherwise acquire any lands, buildings, easements or property, real or personal, which may be requisite for the purpose or capable of being conveniently used in connection with any of the objects of the Corporation.
- (f) To enter into such contracts and do all such acts as are necessary or convenient to accomplish the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do and as are not forbidden by law or by the Certificate of Incorporation or these By-laws.
- (g) To provide assistance to governmental and not-for-profit organizations with purposes similar to, or with activities in furtherance of, the purposes set forth hereinabove; and
- (h) To engage, subject to the foregoing limitation and those set forth in Section 5.2 below, in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act, together with the power to solicit grants and contributions for any purpose hereunder and the power to maintain a fund or funds or real and/or personal property in furtherance of such purposes.

ARTICLE III- BOARD OF DIRECTORS

The management of the property and affairs of WBS and the local leagues shall be vested in the Board of Directors.

3.1 Initial Appointment and Terms of Office

The initial Board of Directors shall be appointed by the incorporators to serve until the first meeting of the Corporation. At the first meeting of the Board of Directors and at any subsequent quarterly meeting of the Board of Directors, the directors then in office shall appoint directors to succeed those whose terms are then expiring. An individual may hold one or more directorships. The term of each directorship shall

expire one year after such director's election. A director shall continue to serve after such director's term of office has expired until a successor is duly elected and qualified or there is a decrease in the number of directors. The provisions of this section shall not apply to *ex officio* directors, each of whom shall continue in office as long as, but no longer as, (s)/ he holds the office from which *ex officio* status derives.

3.2 Election

Directors may be elected by the affirmative vote of two-thirds (2/3) of all voting directors then in office. All votes must be either by roll call, or affirmation. No secret ballots are permitted.

3.3 Compensation

Pursuant to Section 19a-241(b) of the Connecticut general statutes, no member of the Board of Directors shall receive compensation for services rendered to WBS in such capacity, but Directors shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board of Directors shall determine. Subject to Article X, directors may receive reasonable compensation for services performed in other capacities for or on behalf of WBS.

3.4 Resignations

The resignation of any director from the Board of Directors, or from any committee of the Board of Directors, shall be in writing and shall be effective immediately upon receipt by the Board of Directors, if no time is specified, or at such later time as the resigning director may specify and the Corporation shall accept.

3.5 Removal of Directors

Any director may be removed from the Board of Directors, or from any committee of the Board of Directors, at any time without cause by the affirmative vote of two-thirds (2/3) of voting directors then in office at a special meeting of the directors called expressly for the purpose of considering such removal.

3.6 Vacancies

Any vacancy or vacancies occurring in the Board of Directors may be filled for the unexpired term at a duly called meeting of the Board of Directors by the affirmative vote of a two-thirds (2/3) majority of all the remaining voting directors then in office, even though such remaining directors may be less than a quorum. A director elected to a vacancy shall be elected to serve until the next meeting at which directors are elected and until such director's successor is elected and qualified.

3.7 Authority and Number

The business, property and affairs of the Corporation shall be under the care and management of a Board of Directors, the current slate of whom shall be maintained as Appendix A. Each voting member of the Board of Directors, regardless of the number of directorships held by such member, shall be entitled to cast one vote; provided, however, that no *ex officio* member of the Board of Directors appointed and elected for a term in accordance with Section 3.1 shall be entitled to vote on any matter under consideration by the Board of Directors.

ARTICLE IV- OFFICERS AND OFFICIALS

Officers of the Corporation, who, in the case of the positions set forth below, shall be members of the Board of Directors, shall be appointed, elected, and released in accordance with Article III. The following shall constitute the job descriptions for certain officers of the Corporation:

4.1 Chairman

The Chairman shall preside at each meeting of the directors and call upon the other officers to report on their activities. The Chairman, consultation with the President, in shall be responsible for calling for nominations and the annual election of directors.

4.2 Secretary

It shall be the duty of the Secretary to act as secretary of and keep the minutes of all meetings of the Board of Directors; to cause to be given notice of all meetings of directors; to be custodian of the seal of the Corporation and to affix the seal, or cause it to be affixed, to all documents, the execution of which on behalf of the Corporation under its seal, shall have been specifically or generally authorized by the Board of Directors; to have charge of the books, records and papers of the Corporation relating to its organization as a corporation and to see that the reports, statements and other documents required by law are properly kept or filed; and in general, to perform all the duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or by the President, or specifically required to be performed by him or her, by these By-laws or by law, including, but not limited to:

- (a) Receiving and reviewing player candidates and assisting the President in verifying residence and age of eligibility and
- (b) Notifying local league administrators of any subsequent player replacements or other required notifications.

4.3 Treasurer

The Treasurer shall supervise the receipt and custody of the Corporation's funds; cause to be kept correct and complete books and records of account, including full and accurate accounts of receipts and disbursements in books belonging to the Corporation; assume responsibility for all funds and securities of the Corporation; prepare, distribute and retain, or cause to be prepared, distributed and retained all, budgets and such reports, records and returns required by law regarding the Corporation's financial status; and perform such other duties as may be assigned to him or her, or specifically required to be performed by him or her, by the Board of Directors or by the President.

4.4 President

The Board shall appoint and elect up to two individuals to serve as president (the "President"; it being hereby understood that when the term the President is used in these By-laws, such term shall mean either individual then serving as the President). The President shall consult with and advise the Chairman with respect to the achievement of the mission of the Corporation and shall perform such other duties and responsibilities as may from time to time be assigned to him or her by the Chairman, on behalf of the Board of Directors, or specifically required to be performed by him or her, by these By-laws, by the Board of Directors or by law, including but not limited to:

- (a) Representing the Board of Directors at all League or Town meetings,
- (b) Coordinating the work of the officers and committees of this organization,

- (c) Reviewing the budget for the Corporation prepared by the Treasurer each year and subsequently submitting this budget to the Finance Committee and the Board of Directors for approval,
- (d) Establishing and maintaining policy pursuant to the selection and perpetuation of all chosen local leagues, affiliations and programs,
- (e) Creating a clear and coherent maturation path for members progressing in age,
- (f) Assuring the proper maintenance and upkeep of all equipment and facilities,
- (g) Ensuring the safety of all players participating in the Corporation's programs, and
- (h) Where necessary hold in his or her name any affiliation agreements or charters.

In the event that the office of the President is filled by two individuals, the foregoing duties and responsibilities of each such individual shall be allocated as agreed among the Chairman and each such President.

4.5 Vice President... of Little League Baseball / of Advanced Baseball / of Youth Travel Baseball /of Youth Softball / of Advanced Softball / of Travel Softball

The Vice Presidents shall, for their respective sports, consult with and advise the President with respect to the achievement of the mission of the Corporation and shall perform such other duties as may from time to time be assigned to him or her, or specifically required to be performed by him or her, by these By-laws, by the Board of Directors or by law, including but not limited to:

- (a) Assuring strict adherence to all rules and procedures of their League(s), as set forth in said League(s') Operating Manual and Rule Book, as well as any updates,
- (b) Reviewing, evaluating and recommending candidates for Commissioners for the applicable sport and League,
- (c) Overseeing the activities of the applicable sport and League(s') Commissioners,
- (d) Preparing budgets for their sport and League(s),
- (e) Coordinating and running approved player tryouts for their sport and League(s) for both travel play (in the case of the Vice President—Youth Travel Baseball or Vice President—Travel Softball,
- (d) Coordinating and overseeing the draft for their League(s') teams,
- (e) Preparing all documents required for the President's signature and submission to their League(s') Headquarters, such as team rosters, including players claimed, and the tournament team eligibility affidavit, and
- (f) Preparing and submitting all documents required for participation in tournaments, as well as organizing and facilitating the necessary travel and lodging.

4.6 Commissioner... of [League] / of [Season] / of [Age Group] / of Umpires

League / Age Group Commissioners shall be responsible for overseeing all activities of the league or age group for which they are in charge, including, but not limited to:

- (a) Assigning players to teams, when necessary,
- (b) Recruiting, screening and recommending, on a seasonal basis, a manager and one or more coaches for each team in the league for approval by the Vice President of the applicable sport and League and the Board of Directors,
- (c) Preparing and distributing regular season and playoff schedules;
- (d) Assisting in planning/running "Opening Day", the coaches meetings, clinics and various other activities,
- (e) Assisting the Equipment Coordinator in the distribution and return of league equipment to each team, and

- (f) Resolving or escalating, according to the League's policies and procedures and in consultation with the Player Agent for baseball or softball, as applicable, all disputes that arise during the season, both on and off the field.

Seasonal Commissioners (Fall/Summer) shall, in addition to the above, be responsible for, but not limited to:

- (a) Identifying and recommending to the Vice President of their respective sport the local league(s) that best fit the level of assembled talent, and
- (b) Identifying and recommending to the Vice President of their respective sport the (optional) tournaments that best fit the level of assembled talent.

4.7 Player Agents

Player Agents for their respective sport shall assist the Vice President of Little League or the Vice President of Softball, as applicable, with overseeing the League/Age Group/Seasonal Commissioners and the operation of activities of the applicable sport or League, and be responsible for, including but not limited to:

- (a) Liaising with parents of participants in the applicable sport and League,
- (b) Resolving or escalating any disputes arising during the season,
- (c) Administering evaluations of participants in the applicable sport or League,
- (d) Designing and supervising clinics and other training,
- (e) Coordinating evaluations of players and coaches of the applicable sport and League,
- (f) Current knowledge of schedules of games and playoffs for other programs in other Leagues and other sports and resolving conflicts therewith; and
- (g) Such other duties and responsibilities prescribed by the President.

Commissioner of Umpires shall be responsible for, but not limited to:

- (a) Recruiting, screening, supervising and, where necessary, arranging for training a roster of home plate and base umpires, and
- (b) Assign and supervise an Umpire Coordinator to assign home plate and base umpires for all games in the designated leagues.

ARTICLE V– MEETINGS

5.1 Board Meetings and Notices

The Board shall hold at least one regular meeting per quarter during each fiscal year. Notice of regular meetings shall be in writing and shall be e-mailed, faxed or mailed, at the preference of each director, to each director's last known e-mail address, fax number or mailing address, as applicable, at least ten (10) days before the scheduled meeting date. All regular meetings shall be open to the public.

Special meetings of the directors shall be held whenever called by the President or by the Secretary upon the written request of at least one-third (1/3) of the voting members of the Board of Directors then in office. At least two (2) days written, electronic or oral notice stating the time, place and purpose of special meetings shall be given to each director. No business other than that stated by the notice of special meeting may be conducted. A simple majority of the voting members requesting the special majority shall be required to determine if the special meeting shall be closed or open to the public.

A regular or special meeting may occur in person or via teleconference. A director may participate in a meeting through the use of any means of communication enabling all directors participating in the meeting to hear one another, and participation in a meeting shall constitute presence in person at such meeting.

5.2 Quorum, Action by the Board of Directors and Adjournment

As regards the following issues, a majority of the directors then in office shall constitute a quorum for the transaction of business; and the act of a numerical majority of the voting directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the presence of or act of a greater number of directors is specifically required by these By-laws, Certificate of Incorporation, or the Connecticut General Statutes.

- (a) Adoption of rules and regulations for the conduct of meetings and management of the various leagues,
- (b) Establishment of competitive leagues and the requirements for participation in these leagues, all in accordance with these By-laws and the Corporation's League Charters,
- (c) Any action to discipline, suspend or remove a player, manager, coach, or umpire of the local league if their actions are not in the best interest of the league and, in the case of a player, if the manager and/or parents have had a chance to represent the player at the meeting in which the action is being taken,
- (d) Establishment of dues and fees for the upcoming season,
- (e) Approval of all unbudgeted expenses,
- (f) Approval of all fundraising activities associated with the various leagues, and
- (g) Any other activities which a two-thirds (2/3) majority of those voting directors then in office deems appropriate.

As regards the following issues, an act of a two-thirds (2/3) majority of the voting directors then in office, whether present at a scheduled meeting or submitting a written vote in absentia, shall be the act of the Board of Directors, unless the presence of or act of a greater number of directors is specifically required by these By-laws, the Corporation's Certificate of Incorporation, or the Connecticut General Statutes.

- (a) Amendment of the Certificate of Incorporation as long as the amendment does not affect the deductibility of gifts to the Corporation for federal and/or state tax purposes or affect the federal income tax exemption of the Corporation,
- (b) Approval of a proposal to dissolve the Corporation,
- (c) Transfer, sale or mortgage of all of the assets of the Corporation to another Corporation with similar purpose and tax status,
- (d) Amendment of these By-laws,
- (e) Establishment of committees made up of two or more Board members or advisory committees made up of Board and non-Board members (the President also has this authority),
- (f) Any action to discipline, suspend or remove any director, officer or Committee member if their actions are not in the best interest of the Corporation,
- (g) Determination of who can sign checks on behalf of the Corporation,
- (h) Approval of the annual budget and investment policy,
- (i) Hiring of an Executive Director, and
- (j) Other actions deemed necessary and which are legal in Connecticut and consistent with the Certificate of Incorporation and these By-laws.

If a quorum shall not be present at any meeting of the directors, a majority of the voting directors present at such meeting may adjourn the meeting from time to time, without notice other than announcement thereof at the meeting, until a quorum shall be present.

A voting director may vote at a regular or special meeting in person, via teleconference, via mail, via e-mail or other electronic means, including via designated proxy in his or her absence at a meeting, provided that both such director granting the proxy and casting the vote on his or her behalf expressly acknowledge authority to deliver such proxy.

5.3 Action Without a Meeting

Any action which may be taken at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, or to be taken, shall be signed by all of the directors entitled to vote with respect to the subject matter of such meeting, and the number of such directors constitutes a quorum for such action. Such consent shall be filed with the minutes.

5.4 Minutes

The Secretary shall record the minutes of each meeting of the Board of Directors and upon adoption by the Board of Directors shall retain such minutes with the permanent records of the Corporation.

5.5 Conduct of Meetings

Robert's Rules of Order shall be in effect. Only voting members of the Board of Directors, other than *ex officio* members, may make motions and vote at meetings of the Board of Directors. However, the Board of Directors, may invite, admit and recognize guests for presentations or comments during Board meetings.

ARTICLE VI- COMMITTEES OF THE BOARD

6.1 Creation

At the first quarterly meeting of the Corporation, the President shall nominate for the approval of the Board of Directors two or more directors to constitute the following standing Committees of the Board of Directors: a Finance Committee, an Investment Committee and a Governance/Nominating Committee. With the approval of the Board of Directors, the President may also establish additional standing or ad hoc Committees of the Board of Directors, as (s)/he deems appropriate. The President, in consultation with the Chairman, shall select from among each Committee's members a Committee Chair. The duties of the Finance, Investment and Governance/Nominating Committees will be as follows:

- (a) The Finance Committee shall be responsible for reviewing and approving the annual budget prepared by the Treasurer before he/she submits it to the Board of Directors for approval, reporting on receipts and disbursements of the Corporation, reviewing the monthly check register and/or bank statement(s) of the Corporation, submitting capital projects to the Board for approval and overseeing said projects once approved, and conducting any other business to which it is empowered by the Board of Directors.
- (b) The Investment Committee will be responsible for drafting and submitting an investment policy to the Board of Directors for approval, implementing the investment policy once it is approved and conducting any other business to which it is empowered by the Board of Directors.
- (c) The Governance/Nominating Committee will be responsible for submitting to the Board of Directors any proposed changes to these By-laws or the Certificate of Incorporation, for submitting to the Board of Directors the names of candidates to serve as members of the Board of Directors and officers of the Corporation and for conducting any other business to which it is empowered by the Board of Directors.

In addition to the foregoing Committees, the Board of Directors or the President may appoint one or more directors and/or one or more other persons, not directors, to serve as one or more advisory Committees, but which shall have no power to exercise any power of the Board of Directors and the provisions of Sections 5.2, 5.3 and 5.4 shall not apply. Such committees may include, but not be limited to, Audit,

District Team Formation, Travel Programs, Advanced Training, Grounds, Compliance, and Community Outreach.

6.2 Powers

A Committee shall have such functions and may exercise such power of the Board of Directors as may be delegated lawfully and as provided in the resolution or resolutions creating such Committee or Committees; provided, however that the creation of such Committee or Committees shall not operate to relieve the Board of Directors, any individual director, or the officers of any responsibility imposed on such persons by law. Notwithstanding any provision of this Article VI or otherwise, these By-laws to the contrary, no Committee shall have any power to:

- (a) Fill vacancies on the Board of Directors or any of its Committees.
- (b) Amend the Certificate of Incorporation.
- (c) Adopt, amend, or repeal these By-laws.
- (d) Approve a plan of merger, sale, lease, exchange or other disposition of all, or substantially all, of the property of the Corporation, other than in the usual and regular course of affairs of the Corporation.
- (e) Approve a proposal to dissolve the Corporation.

6.3 Vacancies

Vacancies on Committees shall be filled by the President, subject to the approval of the Board of Directors.

6.4 Meetings, Notices and Quorum

All Committees other than advisory committees shall have the same requirements for:

- (a) Meetings and Notices
- (b) Quorum, and
- (c) Action Without a Meeting

as those set forth in Article II with respect to the conduct of business by the Board of Directors, except that Committees shall not be required to hold annual meetings.

6.5 Minutes

Each Committee shall keep regular minutes of its proceedings (such minutes to be recorded by the Secretary or a member of the Committee designated by the Committee Chair) and report the same to the Board of Directors, and such minutes shall be retained with the permanent records of the Corporation.

ARTICLE VII- FINANCIAL MATTERS

7.1 Checks

All checks or demands for money and notes of the Corporation shall be signed by any of the Chairman, President, or Treasurer. Any such check, demand for money or note for an amount in excess of \$1,000.00 must be signed by two such signatories as a matter of policy.

7.2 Annual Budget

The Treasurer shall submit an annual budget to the Finance Committee and the Board of Directors at, or prior to, the annual meeting of the Board, which budget shall require approval by a two-thirds (2/3) vote of all voting directors then in office.

7.3 Fixed Costs and Endowed Account

In order to provide a superior experience for participants in the Corporation's programs, the Corporation will from time to time incur costs (heretofore known as "Fixed Costs") for the maintenance of buildings and fields, for utilities and for debt service and debt retirement that are independent of the number of enrolled participants in the Corporation's programs. In order to ensure that these costs are covered, while also keeping dues and fees at reasonable levels, the Corporation is required to maintain an endowed account whose principal and earnings are separate from the operating account(s) of the Corporation. An amount must be maintained in this endowed account at all times so that the earnings on this account are sufficient to cover not less than 25% of the fixed costs of the Corporation. The Investment Committee will be charged with developing an investment policy, to be approved by the Board of Directors, which will govern how these endowed funds must be invested. The Investment Committee will also be charged with determining, subject to the approval of the Board of Directors, how much of the earnings on the endowed account will be transferred to the Corporation operating account(s) each year until amended by two thirds of those directors in the office, the annual endowment draw shall be no more than 5%.

7.4 Bank Statements

All bank statements shall be sent to the Treasurer and shall be reviewed by all parties with signatory authority pursuant to Section 7.1 within 30 days.

7.5 Voting Upon Shares of Other Corporations

Unless otherwise directed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to vote either in person or by proxy at any meeting of shareholders of any corporation in which the Corporation may hold shares, and at any such meeting may possess and exercise all of the rights and powers incident to the ownership of such shares which, as the owner, the Corporation might have possessed and exercised if present. The Board of Directors may confer like powers upon any other person and may revoke any such powers as granted at its pleasure.

7.6 Segregation of funds by Programs

Separate accounts shall be maintained and subject to periodic audit to insure no co-mingling across separate programs such as Little League, Babe Ruth, American Legion, etc.

7.7 Disclosure and approval requirements

(a) The directors shall receive at the annual meeting of the Board of Directors a report, verified by the President and Treasurer, or by a majority of the Directors, showing:

- (1) The condition of WBS, to be presented by the President or his/her authorized designee;
- (2) A general summary of funds received and expended by WBS for the previous fiscal year, the amount of funds currently in possession of WBS, and the name of the financial institution in which such funds are maintained;
- (3) The whole amount of real and personal property owned by WBS, where located, and where and how invested;
- (4) For the year immediately preceding, the amount and nature of any property acquired, with the date of the report and the manner of the acquisition, the amount applied, appropriated or expended, and the purposes, objects or persons to or for which such applications, appropriations or expenditures have been made; and
- (5) Form 990 filings will be made available to the directors prior to the annual filing and subject to approval.

ARTICLE VIII - AMENDMENTS

These By-laws may be repealed or amended by the affirmative vote of two-thirds (2/3) of voting directors then in office, provided that written or electronic notice of such proposed action shall have been given in the notice to call the meeting of such directors at which such amendment or repeal is to be acted upon. At any meeting at which notice has been given that amendment or repeal is to be acted upon, resolutions modifying such proposed amendments or repeal may be made and adopted at such meeting without further notice. Notice of any such modification shall be subsequently given to all directors then in office. Any amendment of the provisions of these By-laws that conflicts with any provision of the Certificate of Incorporation shall be null and void.

ARTICLE IX- INDEMNIFICATION

The Corporation shall indemnify and hold harmless directors, officers, league officials, and employees of the Corporation to the maximum extent permitted by law, including, without limitation, sections 33-1116 through 33-1124 of the Connecticut General Statutes, against any and all expenses, losses, fees, fines, settlements, penalties and other liabilities incurred or suffered by, or imposed upon, such person arising out of or in connection with such person's service to the Corporation in such capacity. The Corporation may procure insurance providing greater indemnification to such persons as well as to volunteers, and may share the premium cost with any director, officer, employee or agent on such basis as may be agreed upon. Notwithstanding the foregoing, if at any time the Corporation is a private foundation, the Corporation shall not indemnify such individuals, procure such insurance or share such premium cost to the extent so doing would constitute an act of self-dealing as defined in section 4941(d) of the Code.

ARTICLE X – CONFLICT OF INTEREST

Whenever a director or officer has an actual or potential financial or personal interest in any matter coming before the Corporation or the Board of Directors, the Board of Directors shall ensure that:

1. The interest of such officer or director is fully disclosed to the Board of Directors.
2. No interested officer or director may vote or lobby for the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. In the event of an actual or potential conflict of interest, the Finance Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person, entity or other counterparty that would not give rise to an actual conflict of interest. If appropriate, the chair of the Finance Committee shall appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement giving rise to such conflict of interest. As part of its due diligence, the Finance Committee shall consider and discuss any such alternative transactions or arrangements and may, as part of its due diligence process, request any additional information, perform any necessary research or solicit advice from third parties, as it deems appropriate.
4. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
5. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
6. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, reasonable alternatives and rationale for approval.

At the time of their appointment, each director, officer or employee shall be asked to complete a "Statement of Affiliation" disclosing all "related parties" to such director, officer, or employee, including affiliations for the past five years, including disclosure of all such persons who would have a conflict of interest with respect to any transaction between such person and the Corporation. These statements will

be kept on file at the Corporation's office, and copies will be distributed to all directors for their reference. These statements will be updated annually in January of each year, and changes shall be noted as they occur. The most current version of the Statement of Affiliation shall be maintained as Appendix B.

ARTICLE XI - CHILD PROTECTION PROGRAM

As a condition of service to the Corporation, all managers, coaches, directors, officers and any other persons, volunteers or hired workers, who provide regular service to the Corporation or its affiliated leagues and/or have repetitive access to, or contact with players or teams, must complete and submit an official "Little League Volunteer Application" to the President. This form is also required of all individuals involved in such programs for WBS youth including up to age 19. Annual background screenings must be completed prior to the applicant assuming his/her duties for the current season. Refusal to annually submit a fully completed "Little League Volunteer Application" must result in the immediate dismissal of the individual from the league. Any individual who is denied participation in the Corporation's activities because of the Corporation's Child Protection Program may appeal the decision to the Board of Directors.

ARTICLE XII - REGISTRATION

All players wishing to participate in one of the Corporation's programs must be duly registered before he/she can participate.

ARTICLE XIII - GENERAL PROVISIONS

Gender

The gender and the number of any word shall be construed to include another gender or number whenever appropriate.

Principal Office

The principal office of the Corporation shall be located at such place as the Board of Directors may from time to time designate for the transaction of corporate business.

Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31 unless otherwise fixed by action of the Board of Directors.

The foregoing Amended and Restated By-laws were adopted by the undersigned directors on this date: November 14, 2016.

/s/ Jeff White

Chairman

/s/ Richard Rosier

President

/s/ Beth Cody

Secretary

APPENDIX A

BOARD OF DIRECTORS

(1 vote per person)

Chairman	Jeff White
President/CEO	Richard Rosier
Executive Secretary	Beth Cody
Treasurer	Ray Abramson
Vice President – Little League Baseball	Jim Kabakow
Vice President – Youth Travel Baseball	Mark Rothenberg
Co – Vice President – Advanced Baseball	Mark Lindwall
Co – Vice President – Advanced Baseball	Joe Glennon
Vice President – Softball	Stephen Axthelm

Baseball (1 vote per person, except for Beth)

Player Agent – Little League Baseball	Nick Zinzi
Commissioner of Majors	Mark Sikorski
Commissioner of Minors	Scott Metro
Commissioner of AAA	Wyman Chu
Commissioner of AA	David Lapping
Commissioner of Cap 2	Jeffrey Brill
Commissioner of Cap 1	Tom Whelan
Commissioner of Cap PK/K	Jeff Mitchell
Commissioner of Challenger	Beth Cody
Commissioner of Summer	David Goldshore
Umpire – in – Chief	Brian Kurtz
At-Large Youth Baseball #1	
At-Large Youth Baseball #2 and Co-Director of Equipment	Jeb Backus
At-Large Youth Travel Baseball	Ron Clarke
At-Large Advanced Baseball	[Vacant due to Co – Presidents of Advanced Baseball]

Softball (1 vote per person)

LL Softball Executive Committee:	Stephen Axthelm, Michael Lustbader, Eric Levin
Travel Softball Executive Committee:	Stephen Axthelm, Michael Lustbader, Eric Levin
Player Agent	Eric Levin
At-Large Softball	Michael Lustbader
Commissioner of Travel	Lou Alfero
Commissioner of Juniors	TBD

Commissioner of Majors	Filled by Non-Board Member; See Non-Voting Positions Below
Co - Commissioner of AAA	Eric Emmert
Co – Commissioner of AAA	Filled by Non-Board Member; See Non-Voting Positions Below
Co – Commissioner of AA3	Terri Dusch
Co – Commissioner of AA3	Eric Emmert
Co – Commissioner of A2	Terri Dusch
Co – Commissioner of A2	Eric Emmert
Co – Commissioner of Instructional	Terri Dusch
Co – Commissioner of Instructional	Eric Emmert

Non-Voting Positions – Advanced Baseball

Commissioner of Babe Ruth	Mark Lindwall/Joe Glennon
Commissioner of Koufax	Mark Lindwall/Joe Glennon
Commissioner of American Legion	Mark Lindwall/Joe Glennon

Non-Voting Positions – Youth Travel Baseball

Director of Standards/Quality Control	Rob Sachs
Director of Operations/League Coordinator	David Kass
Director of Community Outreach/Relations	TBD

Non-Voting Positions – Baseball (General)

Co-Director of Equipment	David Kass
Director of Concessions	TBD
Director of Sponsorships	Michelle Rosier
Director of Facilities	TBD
Field Scheduler	TBD
Website Content Manager	Jeff Mitchell

Non-Voting Positions – Softball

Commissioner of Majors	Andy Ceisler
Co – Commissioner of AAA	Josh Hill
Commissioner of Fall	TBD
Commissioner of Summer	TBD
Commissioner of Rules and Umpires	TBD
Equipment Manager	TBD
Scheduler	TBD
Clinics Manager	TBD
Facilities Manager	TBD
Website Content Manager	TBD
High School Liaison	TBD
Director of Curriculum	TBD
Evaluations Coordinator	TBD